



SCC898.5
(07/03)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

(Virginia nonstock corporation to be domesticated under the laws of another jurisdiction)

ARTICLES OF INCORPORATION SURRENDER OF
(Name of corporation)

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 11.1 of the Code of Virginia, hereby executes the following articles of incorporation surrender and sets forth:

ONE

The name of the corporation is _____.

TWO

The corporation's new jurisdiction of incorporation is _____.

THREE

(Set forth the plan of domestication. See § 13.1-898.2 of the Code of Virginia for the statutory provisions related to the plan.)

FOUR

These articles of incorporation surrender are being filed in connection with the domestication of the corporation as a foreign corporation to be incorporated under the laws of another jurisdiction and the corporation is surrendering its charter under the laws of this Commonwealth.

FIVE

(State the method by which the plan of domestication was adopted on behalf of the corporation. See Options A and B, below.)

Option A

(If the corporation has members with voting rights, set forth either (1) or (2), below, whichever is applicable.)

- (1) The plan of domestication was adopted by unanimous consent of the members.

OR

- (2) The plan of domestication was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (a) The total number of:

- (i) Votes cast for and against the plan by each voting group entitled to vote separately on the amendment was:

Voting Group	Total No. of Votes Cast FOR the Plan	Total No. of Votes Cast AGAINST the Plan
_____	_____	_____
_____	_____	_____

OR

- (ii) Undisputed votes cast for the plan separately by each voting group was:

Voting Group	Total No. of Undisputed Votes Cast FOR the Plan
_____	_____
_____	_____

- (b) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

(Continued on the reverse)

Option B

(If the board of directors adopted the plan of domestication without member approval pursuant to § 13.1-898.3 of the Code of Virginia:)

The plan of domestication was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the plan was not required because (choose whichever one is applicable):

- (a) The corporation has no members; or
- (b) The corporation has no members with voting rights.

SIX

The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated in this Commonwealth.

SEVEN

The corporation's mailing address to which the clerk may mail a copy of any process served on him as the corporation's agent is _____.

EIGHT

The corporation hereby commits itself to notify the clerk of the Commission in the future of any change in the mailing address of the corporation.

The undersigned declares that the facts herein stated are true as of _____ (date) _____.

(name of corporation)

By: _____ (signature)

(printed name and corporate title)

Instructions

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

Guideform SCC898.5 has been produced by the Commission as a guide to help you prepare the corporation's articles of incorporation surrender. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the italicized portions).

You can download this form from our Web site at www.state.va.us/scc/division/clk/index.htm.

The articles of incorporation surrender must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue any certificate with respect to an entity until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under Title 12.1 or 13.1 of the Code of Virginia have been paid by or on behalf of such entity.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Notes

The corporation shall automatically cease to be a Virginia corporation when the certificate of incorporation surrender becomes effective. See § 13.1-898.5 of the Code of Virginia.

If the former domestic corporation intends to continue to transact business in the Commonwealth, then, within thirty days after the effective date of the certificate of incorporation surrender, it must deliver to the Commission an application for a certificate of authority to transact business in the Commonwealth pursuant to § 13.1-921 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto filed in its new jurisdiction, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated. See § 13.1-898.5 of the Code of Virginia.